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Reply to
Nashville Office

January 24, 2005

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TRAFFIC ROOM

Chairman Pat Miller
Attn: Sharla Dillon
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

VIA HAND DELIVERY

RE: Petition of Adelphia Business Solutions, Inc., et.al.
(D/B/A TelCove) For Approval to Amend Financing Transactions - Docket No. 05-00041

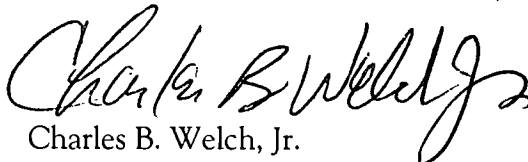
Dear Chairman Miller:

Please find enclosed an original and 14 copies of the above referenced petition. I have enclosed our firm check in the amount of \$25.00 to cover the filing fee. Please date and stamp a copy for our records.

Thank you for your assistance regarding this matter. If you have any questions, or if I may be of further assistance, please do not hesitate to contact me.

Very truly yours,

FARRIS MATHEWS BRANAN
BOBANGO HELLEN & DUNLAP, PLC


Charles B. Welch, Jr.

CBW/ale

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE: PETITION OF)	
ADELPHIA BUSINESS SOLUTIONS, INC.)	DOCKET NO.
ADELPHIA BUSINESS SOLUTIONS OPERATIONS, INC.)	
ADELPHIA BUSINESS SOLUTIONS OF TENNESSEE, INC.)	
ADELPHIA BUSINESS SOLUTIONS OF NASHVILLE, L.P.)	
(ALL D/B/A TELCOVE) FOR APPROVAL TO AMEND)	
FINANCING TRANSACTIONS)	

PETITION

Adelphia Business Solutions, Inc. d/b/a TelCove ("TelCove"), Adelphia Business Solutions Operations, Inc d/b/a TelCove ("TelCove Operations"), Adelphia Business Solutions of Tennessee, Inc d/b/a TelCove ("TelCove of Tennessee") and Adelphia Business Solutions of Nashville, LP d/b/a TelCove ("TelCove of Nashville") ("collectively, the "Petitioners"),¹ through their undersigned counsel, hereby submit this Petition for approval to amend existing debt (the "Petition") to the Tennessee Regulatory Authority (the "Authority") in further and continued compliance with Tennessee Code Annotated Section 65-4-109. Petitioners respectfully request approval from the Authority to engage in the proposed amendment to the financing transactions described herein on an expedited basis.

Petitioners submit the following information in support of the petition

I. PARTIES

TelCove is a corporation duly organized and existing under the laws of Delaware. TelCove's principal office is located at 712 North Main Street, Coudersport, Pennsylvania. TelCove Operations

¹ As a result of an emergence from bankruptcy, the name "Adelphia Business Solutions" were changed to "TelCove." Thus, the Petitioners are now known as TelCove, Inc., TelCove Operations, Inc., TelCove of Tennessee, Inc. and TelCove of Nashville, L.P. A request for name change approval is pending before the Authority.

and TelCove of Tennessee are direct, wholly-owned subsidiaries of TelCove. TelCove of Tennessee owns a 95% general partnership interest in TelCove of Nashville. The other 5% partnership interest in TelCove of Nashville is owned indirectly by TelCove Operations. TelCove Operations and TelCove of Nashville are certificated by the Authority and operate in Tennessee as facilities-based telecommunications carriers (the "Tennessee Operating Entities")

II. DESIGNATED CONTACTS

The designated contacts for questions concerning this Petition are as follows:

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III. DESCRIPTION OF THE PROPOSED AMENDMENT

In Docket No. 04-00168, the Authority approved financing transactions allowing the Petitioners to enter into a secured revolving credit facility with Congress Financial Corporation as lead agent for various lenders from time to time, and successors or assignees thereof, in an amount not to exceed forty-five (45) million dollars. The financing arrangement was approved for the purpose of enhancing TelCove's financial viability as a recently reorganized company. To secure the financing, TelCove was authorized to pledge the assets of all its operating entities, including those assets of the Tennessee Operating Entities. Petitioners propose to increase the existing revolving credit facility by an amount of fifteen (15) million dollars to an amount not to exceed sixty (60) million dollars. The purpose of the proposed amendment is to provide funds to acquire additional telecommunications facilities, provide working capital and for other general corporate purposes. The

transaction is a benefit to all TelCove corporate entities, including the Tennessee Operating Entities

Although the existing Loan and Security Agreement will be restated or restated and amended, the terms and conditions will remain substantially the same, except for the amendment provisions necessary to document the increase in the loan amount and allow TelCove to refinance the existing credit facility. The assets and collateral of each TelCove operating entity is and will continue to be pledged and each operating entity is acting and will continue to act as a guarantor to the credit facility designed to benefit the entire corporation. The stock ownership and management of the Tennessee Operating Entities has not changed as a result of the financing and will not change as a result of the proposed amendment.

IV. APPROVAL IS IN THE PUBLIC INTEREST

Approval of the Petition is in the public interest as it will enable TelCove to obtain additional financing and working capital critical to the ability of the Tennessee Operating Entities to continue to offer competitive services in Tennessee.

The proceeds from the proposed transaction will benefit TelCove by allowing broader consumer choice, more efficient utilization of existing and to be acquired telecommunications resources and facilities, and product and service innovation. The proposed increased financing will allow Petitioners to continue serving existing Tennessee customers; to construct and operate its networks and facilities, and to improve and enhance Petitioners' service capabilities to benefit existing and prospective customers. The requested financing authority will strengthen Petitioners' ability to compete in the local exchange service market by providing access to greater financial resources. These resources will allow Petitioners to respond to competitive pressures in the evolving telecommunications market and to continue to provide consumers with full facilities-based

competitive choice. Thus, Authority approval of this Petition will bolster the Authority's long-standing goal of fostering full facilities based competition in the telecommunications market and is in the public interest.

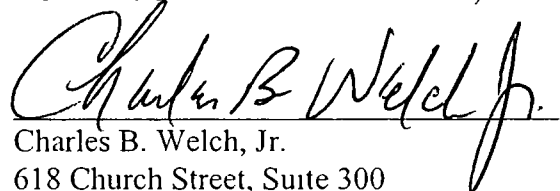
To the extent the financing has an impact on customers, it will be positive. The Tennessee Operating Entities will continue to offer existing customers the same services under the same rates, terms and conditions. There will be no service interruptions or changes to the tariffed conditions of the Tennessee Operating Entities' services as a result of the approval of the transactions described herein.

WHEREFORE, Petitioners respectfully request that the Authority approve the transaction described herein on an expedited basis to allow Petitioners to secure additional financing in an amount not to exceed sixty (60) million dollars.

Dated January 20, 2005

Respectfully submitted,

FARRIS MATHEWS BRANAN
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